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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

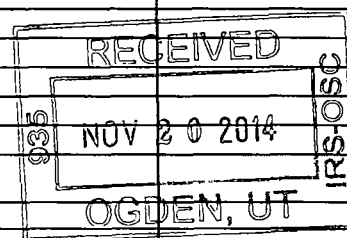
For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation Herndon Foundation		A Employer identification number 54-6060809
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 955	Room/suite	B Telephone number (see the instructions) (804) 556-5900
City or town, state or province, country, and ZIP or foreign postal code Goochland VA 23063		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 76,519,787.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch) . . .				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	198,503.	198,503.		
4 Dividends and interest from securities	1,130,540.	1,130,540.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	6,951,855.	L-6a Stmt		
b Gross sales price for all assets on line 6a	11,112,403.			
7 Capital gain net income (from Part IV, line 2)		6,951,855.		
8 Net short-term capital gain			543,615.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11.	8,280,898.	8,280,898.	543,615.	
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc . . .				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	5,942.	5,942.		
b Accounting fees (attach sch). L-16b Stmt.	2,000.	2,000.		
c Other prof fees (attach sch) . L-16c Stmt.	44,863.	44,863.		
17 Interest				
18 Taxes (attach schedule)(see instrs) Foreign Taxes Paid.	11,378.	11,378.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) Office rent	15,028.			
24 Total operating and administrative expenses. Add lines 13 through 23 . .	79,211.	64,183.		
25 Contributions, gifts, grants paid	3,248,450.			3,248,450.
26 Total expenses and disbursements. Add lines 24 and 25	3,327,661.	64,183.		3,248,450.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,953,237.			
b Net investment income (if negative, enter -0-)		8,216,715.		
c Adjusted net income (if negative, enter -0-)			543,615.	



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	3,922,326.	378,341.	378,341.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b. Stmt	12,696,994.	26,841,038.	76,141,446.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment: basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe L-15 Stmt)	5,646,822.	0.	0.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	22,266,142.	27,219,379.	76,519,787.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	2,067,323.	2,067,323.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	20,198,819.	25,152,056.	
	30 Total net assets or fund balances (see instructions)	22,266,142.	27,219,379.	
31 Total liabilities and net assets/fund balances (see instructions)	22,266,142.	27,219,379.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	22,266,142.
2 Enter amount from Part I, line 27a	2	4,953,237.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	27,219,379.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	27,219,379.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 3950 shares of Heinz HJ Co.	P	01/01/13	06/10/13
b 6000 shares of Teekay Corp.	P	01/01/13	02/01/13
c 1000 shares of Ford Motor Co.	P	02/27/13	10/01/13
d 3000 shares Alexander & Baldwin	P	01/01/13	08/26/13
e See Columns (a) thru (d)			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 286,375.		224,999.	61,376.
b 210,586.		178,614.	31,972.
c 1,000,000.		1,000,000.	0.
d 114,819.		64,840.	49,979.
e See Columns (e) thru (h)		2,798,608.	6,808,528.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			61,376.
b			31,972.
c			0.
d			49,979.
e See Columns (i) thru (l)			6,808,528.

2 Capital gain net income or (net capital loss).	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	6,951,855.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	[If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	543,615.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	2,153,723.	51,724,447.	0.041638
2011	1,644,144.	44,449,565.	0.036989
2010	1,113,133.	34,531,622.	0.032235
2009	1,006,717.	28,301,384.	0.035571
2008	771,240.	30,942,911.	0.024925

2 Total of line 1, column (d)	2	0.171358
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.034272
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	77,233,092.
5 Multiply line 4 by line 3	5	2,646,933.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	82,167.
7 Add lines 5 and 6.	7	2,729,100.
8 Enter qualifying distributions from Part XII, line 4	8	3,248,450.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see Instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	82,167.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	82,167.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	82,167.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	29,881.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	150,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	179,881.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1,302.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	96,412.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	11	96,412.	Refunded

Part VIIA Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation . . . \$ (2) On foundation managers . . . \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VIIA Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of James T. Gottwald Telephone no. (804) 556-5900 Located at P.O. Box 955 Goochland, VA ZIP + 4 23063			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

Part VII B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __.		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 __, 20 __, 20 __, 20 __.		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3 b	X
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b	X
6 b	X
7 b	

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James T. Gottwald P.O. Box 955, Goochland, VA 23063	Manager 5.00	0.	0.	0.
William Gottwald P.O. Box 2189, Richmond, VA 23217	Trustee 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

None

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 None	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 Not Applicable	
	0.
2 None	
	0.
All other program-related investments. See instructions.	
3 None	
	0.
Total. Add lines 1 through 3	None

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1 a	76,139,634.
b	Average of monthly cash balances	1 b	2,269,596.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	78,409,230.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	78,409,230.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,176,138.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	77,233,092.
6	Minimum Investment return. Enter 5% of line 5	6	3,861,655.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,861,655.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	82,167.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	82,167.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,779,488.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,779,488.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,779,488.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	3,248,450.
b	Program-related investments — total from Part IX-B.	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,248,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	82,167.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,166,283.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,779,488.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,508,022.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	0.			
b From 2009	0.			
c From 2010	0.			
d From 2011	0.			
e From 2012	25,923.			
f Total of lines 3a through e	25,923.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 3,248,450.				
a Applied to 2012, but not more than line 2a			2,508,022.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	740,428.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	25,923.			25,923.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	740,428.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				3,753,565.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	740,428.			
10 Analysis of line 9				
a Excess from 2009	0.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	0.			
e Excess from 2013	740,428.			

BAA

Form 990-PF (2013)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

Floyd D. Gottwald, Jr

P.O. Box 2189, Richmond, VA 23217

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

- b** The form in which applications should be submitted and information and materials they should include:

- c** Any submission deadlines:

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement #1 See Attached Statement #1 Various		N/A	Various	3,248,450.
Total			3 a	3,248,450.
b Approved for future payment				
Total			3 b	

Part XVI A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	198,503.	
4	Dividends and interest from securities			14	1,130,540.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory . . .			18	6,951,855.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				8,280,898.	
13	Total. Add line 12, columns (b), (d), and (e)					8,280,898.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2013**

Name

Herndon Foundation

Employer Identification Number

54-6060809

Asset Information:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Description of Property:

Date Acquired:

How Acquired:

Date Sold:

Name of Buyer:

Sales Price:

Cost or other basis (do not reduce by depreciation)

Sales Expense:

Valuation Method:

Total Gain (Loss):

Accumulation Depreciation:

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
500 shares Australian ETF	P	02/15/11	11/19/13
5600 shares Encana Corp.	P	01/01/13	11/19/13
3000 shares Matson Inc.	P	01/01/13	08/26/13
1075 shares Abbvie Inc.	P	01/01/13	08/26/13
855 shares Amergen	P	01/01/13	08/26/13
7000 shares JP Morgan	P	03/04/10	09/03/13
3242 shares of New Market Corp.	D	01/01/88	09/04/13
7400 shares prudential Financial	P	03/16/10	06/17/13
3695 shares of US BNC	P	Various	06/03/13
116000 shares of Australia Bonds	P	01/09/12	05/16/13
117000 shares of New Zealand Bond	P	05/12/11	04/16/13
535000 shares of Koenigreich Bond	P	01/25/12	05/16/13
35000 shares of Albemarle Corp.	D	12/31/89	05/15/13
11058 shares of New Market Corp.	D	12/31/89	05/03/13
392 shares of CST Brands Inc.	P	11/14/12	05/02/13
2565 shares of Dr. Pepper Snapple Group	P	05/02/12	01/23/13
1570 shares of Microsoft Corp.	P	04/09/13	08/23/13
760 shares of AON PLC	P	01/01/13	11/14/13
1 share of Brookfield PPTY Partner	P	04/16/13	04/16/13
335 shares of Brookfield PPT Partners	P	04/16/13	07/10/13
1060 shares of NASDAQ Biotech ETF	P	10/17/12	11/13/13
1261 shares of News Copr.	P	02/01/12	08/21/13
1545 shares of Stanley Black & Decker	P	06/15/11	10/16/13
5045 shares of Twenty First Century	P	02/01/12	10/02/13
900 shares of Union Pacific	P	12/21/11	06/05/13
315 shares of Aon PLC	P	08/08/12	11/14/13
5730 shares of Bank of America	P	12/22/10	02/27/13
2150 shares of Fiserv Inc.	P	01/01/13	02/27/13
1810 shares of Illinois Tool Works	P	07/14/10	04/17/13
850 shares of IBM	P	01/01/13	08/21/13
3945 shares of Microsoft	P	01/01/13	08/23/13
785 shares of Novo Nordisk	P	01/01/13	03/27/13
1655 shares of Price T. Rowe	P	01/01/13	01/30/13
1525 shares of Proctor & Camble	P	01/01/13	07/03/13
1770 shares of Schlumberger	P	01/01/13	04/17/13
375 shares of VISA Inc.	P	06/16/10	08/07/13
2165 shares of Checkpoint Software	P	09/01/10	03/27/13
Davenport LLC	P	01/01/13	12/31/13
Private Advisors	P	01/01/13	12/31/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
46,722.		50,293.	-3,571.
105,497.		177,471.	-71,974.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

Continued

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
87,157.		59,733.	27,424.
46,236.		27,360.	18,876.
28,461.		26,270.	2,191.
175,000.		200,436.	-25,436.
909,342.		811.	908,531.
185,000.		201,532.	-16,532.
92,375.		100,918.	-8,543.
114,550.		123,648.	-9,098.
99,134.		98,922.	212.
91,249.		96,237.	-4,988.
2,235,639.		26,250.	2,209,389.
3,045,365.		8,294.	3,037,071.
12,598.		8,590.	4,008.
114,009.		106,126.	7,883.
53,766.		46,613.	7,153.
61,399.		45,279.	16,120.
18.		17.	1.
6,705.		7,312.	-607.
218,491.		150,041.	68,450.
19,700.		11,553.	8,147.
118,685.		105,348.	13,337.
170,344.		85,695.	84,649.
137,119.		90,521.	46,598.
25,448.		16,169.	9,279.
63,735.		75,897.	-12,162.
174,587.		103,100.	71,487.
111,088.		79,844.	31,244.
157,117.		107,603.	49,514.
135,100.		111,792.	23,308.
127,049.		52,863.	74,186.
117,626.		84,751.	32,875.
119,316.		94,385.	24,931.
126,005.		111,062.	14,943.
67,710.		28,576.	39,134.
101,282.		77,296.	23,986.
24,848.		0.	24,848.
81,664.		0.	81,664.
Total		<u>2,798,608.</u>	<u>6,808,528.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-3,571.
			-71,974.
			27,424.
			18,876.
			2,191.
			-25,436.
			908,531.
			-16,532.
			-8,543.
			-9,098.
			212.
			-4,988.
			2,209,389.
			3,037,071.
			4,008.
			7,883.
			7,153.
			16,120.
			1.
			-607.
			68,450.
			8,147.
			13,337.
			84,649.
			46,598.
			9,279.
			-12,162.
			71,487.
			31,244.
			49,514.
			23,308.
			74,186.
			32,875.
			24,931.
			14,943.
			39,134.
			23,986.
			24,848.
			81,664.
Total			<u>6,808,528.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Engel Accounting Services	Bookkeeping	2,000.			

Total 2,000.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Davenport & Company	Portfolio Fee	44,863.			

Total 44,863.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached Schedule#4	26,841,038.	76,141,446.
Total	<u>26,841,038.</u>	<u>76,141,446.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
Styx International, Ltd.	689,213.	0.	0.
Bank of America	4,957,609.	0.	0.
Total	<u>5,646,822.</u>	<u>0.</u>	<u>0.</u>

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-1

Description	Amount
Davenport & Company (Acct#5556)	4,462.
Davenport & Company (Acct#4685)	6,916.
Total	<u>11,378.</u>

Supporting Statement of:

Form 990-PF, p12/Line 3 Column (d)

Description	Amount
Davenport & Co. (Acct#4685)	145,758.
Davenport & Co. (Acct#2024)	50,708.
Private Advisors	2,037.
Total	<u>198,503.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Davenport & Co. (Acct#5556)	143,987.
Davenport & Co. (Acct#4685)	764,707.
Davenport & Co. (Acct#2024)	221,846.
Total	<u>1,130,540.</u>

Herndon FoundationTHE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
A.P.V.A. 204 W. FRANKLIN STREET RICHMOND, VA 23220-5012		\$ 500.00
AFS-USA P.O. BOX 1857 MERRIFIELD, VA 22116-9631		
American Cancer Society P.O. Box 429 Richmond, VA 23218		\$ 1,000.00
AMERICAN HEART ASSOCIATION - VIRGINIA 4217 PARK PLACE CT. GLEN ALLEN, VA 23060		\$ 300.00
AMERICAN LUNG ASSOCIATION OF VIRGINIA 9221 FOREST HILL AVE RICHMOND, VA 23235		
AMERICAN RED CROSS-TGF GREATER RICHMOND CHAPTER P. O. BOX 655 RICHMOND, VA 23205-0655	Tornado Releif	\$ 20,000 00 \$ 20,000.00
AMERICAN CIVIL WAR TRUST AT HISTORIC TREDEGAR 490 TREDEGAR STREET RICHMOND, VA 23219		\$ 100,000.00
Alzheimer's Association 4600 Cox Road, Suite 130 Glen Allen, VA 23060		\$ 1,000.00
ART 180 Zero E. 4th Street, Studio 56 Richmond, VA 23224		
BETA GAMMA SIGMA 125 WELDEN PARKWAY MARYLAND HEIGHTS, MO 63043		
Big Brothers Big Sisters 5511 Staples Mill Road Richmond, VA 23228		

Herndon FoundationTHE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
Blue Sky Fund P.O. Box 8108 Richmond, VA 23223		\$ 6,750.00
Bon Secours - St. Mary's Health Care Found 5875 Bremono Road, Suite 710 Richmond, VA 23226		\$ 5,000 00
Boy & Girls Clubs of Metro Richmond 2601 West Broad Street, 2nd Floor Richmond, VA 23220		\$ 15,000.00
Richmond Boys Choir 200 South 3rd Street Richmond, VA 23219		\$ 7,000.00
BOY SCOUTS OF AMERICA R. E. LEE COUNCIL 4015 FITZHUGH AVE RICHMOND, VA 23230		\$ 2,000.00
BUFFALO BILL CENTER OF THE WEST 720 SHERIDAN AVENUE CODY, WY 82414	John Mix Stanley Art	
Byrd Theater Foundation 2931 W. Cary Street Richmond, VA 23221		\$ 15,000.00
CenterStage Foundation 600 E. Grace Street, Suite 400 Richmond, VA 23219		\$ 200,000 00
Central Virginia Foodbank-Feedmore 1415 Rhoadmiller Street Richmond, VA 23220		\$ 10,000 00
ChildFund		\$ 6,750.00
Children's Hospital 2924 Brook Road Richmond, VA 23220		\$ 10,000 00
CIVIL WAR TRUST		\$ 50,000 00

Herndon Foundation**THE HERNDON FOUNDATION**

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
Collegiate School P. O. Box 29728 Richmond, VA 23242-0728		\$ 5,000 00
COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND, VA 23235		\$ 5,000 00
COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE RICHMOND, VA 23225		
Conservation Fund		
Crossover Healthcare Clinic 108 Cowardin Avenue Richmond, VA 23224		\$ 5,000.00
Drive To Work		
Elk Hill Farm, Inc. P.O. Box 99 Goochland, VA 23063		\$ 10,000.00
FrancisEmma, Inc. 5004 Cartersville Road Powhatan, VA 23139		
FOCUSED ULTRASOUND SURGERY FOUNDATION 213 7th STREET N.E. CHARLOTTESVILLE, VA 22902		\$ 100,000 00
Frederic Remington Museum 303 Washington Street Ogdensburg, NY 13669		\$ 20,000.00 \$ 20,000.00
Friends for an Earlier Breast Cancer Test		\$ 6,750.00
GEORGE C. MARSHALL FOUNDATION P.O. BOX 1600 LEXINGTON, VA 24450-1600		\$ 10,000.00
GRASP 4551 COX ROAD GLEN ALLEN, VA 23060		\$ 5,000 00

Herndon FoundationTHE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
Greater Richmond SCAN 103 E. Grace Street Ogdensburg, NY 13669		\$ 15,000 00
Goochland-CASA P.O. Box 910 Goochland, VA 23063		\$ 10,000.00
Goochland Free Clinic and Family Services P.O. Box 116 Goochland, VA 23063		\$ 25,500.00
Goochland YMCA 1800 Dickinson Road Goochland, VA 23063		\$ 1,000 00
HENRICO CHRISTMAS MOTHER COUNCIL P O. BOX 27 SANDSTON, VA 23150		\$ 1,000 00
HENRY FLAGLER MUSEUM 1 WHITEHALL WAY PALM BEACH, FL 33480		\$ 500 00
Hilliard House 3900 Nine Mile Road Henrico, VA 23223		
Historic Richmond Foundation 4 East Main Street, Suite 1C Richmond, VA 23219		\$ 1,000.00
HomeAgain 2 E. Main Street Richmond, VA 23219		\$ 13,750.00
Homeward 1125 Commerce Road Richmond, VA 23224		\$ 3,000.00
Hollywood Cemetery Endowment Fund 412 South Cherry Street Richmond, VA 23220		\$ 2,500.00
HUNTERS FOR THE HUNGRY P. O. BOX 304		\$ 250.00

Herndon FoundationTHE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
BIG ISLAND, VA 24526		
International Game Fish Association 300 Gulf Stream Way Dania Beach, FL 33004		\$ 50,000.00
Jamestown-Yorktown Foundation P.O. Box 1607 Williamsburg, VA 23187	Pledge Payment	\$ 25,000.00
JAMES RIVER ASSOCIATION 9 S. 12th Street 4th FLOOR RICHMOND, VA 23219		\$ 1,000 00 \$ 6,750.00
Junior Achievement of Central VA 4600 Cox Road, Suite 107 Richmond, VA 23060		\$ 7,500 00 \$ 5,000 00
The Lackey Free Clinic 1620 Old Williamsburg Road Yorktown, VA 23690		\$ 5,000.00 \$ 45,000.00
Make-A-Wish Foundation Gift Processing Center P.O. Box 97104 Washington, DC 20090-7104		\$ 6,000.00 \$ 5,000 00
MASSEY CANCER CENTER-Ask FDG VIRGINIA COMMONWEALTH UNIVERSITY P.O. BOX 843042 RICHMOND, VA 23284		\$ 10,000.00 \$ 13,750.00
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220		\$ 1,000 00 \$ 5,000.00
MCV Foundation(ESG Fund) P.O. Box 980234 Richmond, VA 23298		
Meals On Wheels 1600 Willow Lawn Drive Richmond, VA 23230		\$ 10,000.00
MEMORIAL SLOAN-KETTERING CANCER CENTER P.O. BOX 27105		

Herndon Foundation

THE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013</u> <u>Amount</u>
NEW YORK, NY 10087-7105		
MUSEUM OF THE CONFEDERACY P.O. BOX 25549 RICHMOND, VA 23278-5549		\$ 1,000.00
NATIONAL KIDNEY FOUNDATION 2601 WILLARD RD, SUITE 103 RICHMOND, VA 23294		
Noah's Children 5875 Bremo Road, Suite 710 Richmond, VA 23226		\$ 13,750 00
O.D K. FOUNDATION, INC. 421 N. BROADWAY LEXINGTON, KY 40508-1301		
PALM BEACH COMMUNITY CHEST P O. BOX 1141 PALM BEACH, FLA. 33480		\$ 1,000.00
PARALYZED VETERANS P.O. BOX 96010 WASHINGTON DC 20077		\$ 1,000.00
Parkinson Disease Foundation 1359 Broadway, Suite 1509 New York, NY 10018		\$ 5,000 00
Partnership for Families Foundation 800 West Graham Road Richmond, VA 23222		\$ 10,000 00 \$ 6,750.00
The Read Center 2000 Bremo Road, Suite 102 Richmond, VA 23226		\$ 5,000 00
RECORDING FOR THE BLIND AND DYSLEXIC 20 ROSZEL ROAD PRINCETON, NJ 08540		\$ 500.00
THE REEVES CENTER WASHINGTON & LEE UNIVERSITY LEXINGTON, VA 24450		\$ 10,000.00

Herndon Foundation

THE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
Remote Area Medical 1834 Beech Street Knoxville, VA 37920		\$ 25,000.00
Richmond SPCA		
RICHMOND SYMPHONY 300 W. FRANKLIN STREET, SUITE 103E RICHMOND, VA 23220		\$ 2,000.00
RIVER ROAD CHURCH, BAPTIST 8000 RIVER ROAD RICHMOND, VA 23229-8415 Pledged 2,000.00 per month for 2005	Regular Contribution Organ Campaign	\$ 24,000.00
RONALD MCDONALD HOUSE 2330 MONUMENT AVENUE RICHMOND, VA 23220		\$ 250 00
SAINT JOHN'S CHURCH 2319 EAST BROAD STREET RICHMOND, VA 23223		\$ 500.00
St. Francis-St. Emma 5000 Cartersville Road Powhatan, VA 23139		
Salvation Army P.O. Box 12400 Richmond, VA 23241-0400		\$ 10,000.00 \$ 10,000.00
Science Museum of Virginia 2400 W Broad Street Road Richmond, VA 23220		\$ 500,000.00 \$ 5,000.00
SHELTERING ARMS HOSPITAL 806 N. BOULEVARD RICHMOND, VA 23220		\$ 300.00
SMILETRAIN P.O. BOX 96208 WASHINGTON, DC 20090		\$ 300.00
TUCKAHOE VOLUNTEER RESCUE SQUAD, INC 11001 HORSEPEN ROAD RICHMOND, 23229		\$ 500.00

Herndon FoundationTHE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
USO WORLD HEADQUARTERS P.O. BOX 96898 WASHINGTON DC 20077-7677		\$ 1,000.00
United Methodist Church Shalom Farms		\$ 7,000 00
UNITED WAY SERVICES ALEXIS DE TOCQUEVILLE SOCIETY P. O. BOX 12209 RICHMOND, VA 23241-0209 \$13,000 1 YEAR PLEDGE - STARTING 2004 ENDING 2004		\$ 25,000.00
University of Richmond Development & University Relations Richmond, VA 23173		\$ 440,000 00
VCU Rice Center P.O. BOX 843068 RICHMOND, VA 23284		\$ 10,000.00
VMI FOUNDATION P. O. BOX 932 LEXINGTON, VA 24450		\$ 500,000.00
VALENTINE RICHMOND HISTORY CENTER 1015 E. CLAY STREET RICHMOND, VA 23219		\$ 20,000.00
VIRGINIA BARRIER ISLANDS CENTER P.O. BOX 206 MACHIPONGO, VA 23405		\$ 10,000.00
Virginia Beach Volunteer Rescue Squad, Inc. 740 Virginia Beach Blvd. Virginia Beach, VA 23451		\$ 300 00
Virginia Center For Creative Arts 154 San Angelo Drive Amherst, VA 24521		\$ 13,750.00
VIRGINIA FREE ENTERPRISE P.O BOX 8650 RICHMOND, VA 23226		\$ 10,000.00

Herndon FoundationTHE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>		<u>2013 Amount</u>
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD RICHMOND, VA 23221		\$	500.00
VIRGINIA HISTORICAL SOCIETY RICHMOND, VA	Pledge Payment	\$	500,000.00
Virginia Home (The) 1101 Hampton Street Richmond, VA 23219		\$	10,000.00
Virginia Home for Boys 8716 West Broad Street Richmond, VA 23294		\$	5,000 00
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD, INC. 3415 FLOYD AVE RICHMOND, VA 23221		\$	15,000.00
VIRGINIA OPERA ASSOCIATION, INC. 1503 SANTA ROSA ROAD, SUITE 234 RICHMOND, VA 23229		\$	1,500 00
		\$	25,000 00
Virginia Outdoor Foundation 1108 East Main Street, Suite 700 Richmond, VA 23219		\$	1,000 00
VIRGINIA PERFORMING ARTS 111 VIRGINIA STREET, SUITE 402 RICHMOND, VA 23219			
Virginia War Memorial 621 S. Belvidere Street Richmond, VA 23220		\$	25,000 00
		\$	25,000.00
Visual Arts Center 1812 West Main Street Richmond, VA 23220		\$	15,000.00
Volunteer Emergency Families P.O. Box 35074 Richmond, VA 23235		\$	-
Walkerton Community Fire Asso.		\$	500 00

Herndon Foundation

THE HERNDON FOUNDATION

<u>NAME</u>	<u>Description</u>	<u>2013 Amount</u>
Walkerton, VA 23177		
West End Volunteer Rescue Squad, Inc. P O. Box 11144 Richmond, VA 23230		\$ 500.00
World Pediatric Project 7201 Glen Forest Drive, Suite 304 Richmond, VA 23226		\$ 6,750 00
World Wildlife Fund 1250 24th Street Washington DC 20090		\$ 6,750 00
William Byrd Community House 224 S Cherry Street Richmond, VA 23220		\$ 13,750.00
YMCA of Greater Richmond 2 W Franklin Street Richmond, VA 23220		\$ 5,000.00 \$ 6,750.00
		<hr/> \$ 3,258,450.00

Herndon Foundation
Statement # 4

EIN# 54-6060809

SHARES	Description	Ending Book Value		Ending FMV
20,390	ALBEMARLE COPORATION	408	63.39	1,292,522
18,960	ALBEMARLE COPORATION	102	63.39	1,201,874
68,764	ALBEMARLE COPORATION	2103	63.39	4,358,950
73,030	ALBEMARLE COPORATION	3414	63.39	4,629,372
80,377	ALBEMARLE COPORATION	20094.25	62.12	4,993,019
5,021	NEW MARKET CORPORATION	22,261	334.15	1,677,767
7,599	NEW MARKET CORPORATION	2777	334.15	2,539,206
6,299	NEW MARKET CORPORATION	1184	334.15	2,104,811
3,792	NEW MARKET CORPORATION	190	334.15	1,267,097
13,793	NEW MARKET CORPORATION	3906	334.15	4,608,931
22,939	NEW MARKET CORPORATION	10215	334.15	7,665,067
11,800	NEW MARKET CORPORATION	8047	334.15	3,942,970
2,310	NEW MARKET CORPORATION	46.2	334.15	771,887
32,040	TREDEGAR CORPORATION	12092	28.81	923,072
12,570	TREDEGAR-12570/D-	3,117	28.81	362,142
56,173	TREDEGAR CORPORATION	14043.25	28.81	1,618,344
3,800	MCDONALDS	304,385	97.03	368,714
15,225	ALTRIA	401,184	38.39	584,488
6,500	Penn National Gaming	93,145	14.33	93,145
5,450	KRAFT FOODS	253,860	53.91	293,810
5,270	PHILIP MORRIS	344,132	87.13	459,175
2,000	CHEVRON	201,913	124.91	249,820
9,000	BP	384,421	48.61	437,490
5,300	ROYAL DUTCH SHELL	367,983	70.89	375,717
6,000	TEEKAY CORP.	178,614	32.1	192,600
13,800	TORTOISE MLP FUND	322,838	27.35	377,430
12,000	TORTOISE POWER & ENERGY	297,945	25.69	308,280
28,500	GLADSTONE CAPITAL CORP.	288,246	9.57	272,745
23,300	GLADSTONE INVESTMENT CORP.	183,233	8.06	187,798
6,400	SAFETY INSURANCE GROUP	292,635	56.3	360,320
6,975	SPDR EURO	222,023	42.2	294,345
7,800	GLAXOSMITHKLINE	354,329	53.39	416,442
10,000	Alliance Income	75,171	7.13	71,300
12,500	Templeton Global	81,125	7.95	99,375
8,350	PLUM CREEK TIMBER	347,175	44.37	370,490
10,600	REALTY INCOME CORP	372,042	40.21	426,226
28,350	RETAIL OPPURTUNITY	295,356	12.85	364,298
9,450	SUN COMMUNITIES	322,916	39.89	376,961
4,500	Brookfield Asset	160,760	38.83	174,735
6,500	W.P. CAREY	320,312	61.35	398,775
700	Fairfax Financial	278,469	400.06	280,042
6,500	BAYTEX ENERGY TRUST	105,646	39.16	254,540
10,000	Ishares Floating Rate	506,688	50.72	507,200
275	Markel	145,466	580.35	159,596
6,800	WisdomTree Emerging Markets	318,349	46.09	313,412
2,650	Johnson & Johnson	190,302	91.59	242,714
5,400	Merck & Co.	181,088	50.05	270,270

10,000	General Electric	225,332	28.03	280,300
600	Apple Inc.	260,413	561.02	336,612
8,000	Microsoft	224,830	37.41	299,280
6,500	Gaming & Liesure	330,265	50.81	330,265
9,000	AT&T	313,342	35.16	316,440
6,000	Dominion Resources	319,554	64.69	388,140
5,100	Duke Energy	348,523	69.01	351,951
9,000	Southern Co.	390,569	41.11	369,990
	PREFERRED STOCKS	731,561		662,442
	Mutual Funds	500,000		498,482
	Limited Partnerships	158,753		156,960
	CORPORATE BONDS	830,709		810,506
VARIOUS	DAVENPORT-Bonds	7,837,270		7,815,964
VARIOUS	DAVENPORT MANAGED ASSETS	6,074,166		9,984,833
	TOTAL ALL SECURITIES	26,841,038		76,141,446